

OCT 20 2008

UNITED STATES OF AMERICA
BEFORE THE
THE UNITED STATES DEPARTMENT OF ENERGY

Brookfield Energy Marketing Inc.) Docket No. EA-258- C

APPLICATION OF
BROOKFIELD ENERGY MARKETING INC.
FOR RENEWED AUTHORIZATION TO TRANSMIT
ELECTRIC ENERGY TO CANADA

Pursuant to Section 202(e) of the Federal Power Act ("FPA"), 1 and 10 C.F.R. Section 205.300 to 205.309 of the U.S. Department of Energy's ("DOE") regulations, Brookfield Energy Marketing Inc. ("Applicant" or "BEMI") respectfully submits this Application to renew its blanket authority to transmit electric energy from the United States to Canada. On April 26, 2002, BEMI, formerly known as MacLaren Energy, Inc. and Brascan Energy Marketing Inc., received authorization to export electric energy to Canada in Docket No. EA-258. On April 23, 2004, BEMI's export authorization was renewed until April 25, 2009. Thus, BEMI respectfully requests that its renewal authorization become effective as of April 25, 2009 and that this authorization be issued for a period of five (5) years, ending on April 24, 2014.

I. DESCRIPTION OF THE APPLICANT

The exact legal name of the Applicant is Brookfield Energy Marketing Inc. BEMI is a power marketer that is incorporated under the laws of Ontario, Canada, with its principal place of business in Gatineau, Quebec, Canada. BEMI does not own generation or transmission assets and does not have a franchised electric power service area. BEMI operates as a wholesale and retail marketer of electric power and arranges services in related areas such as fuel supplies and transmission services.

BEMI is an indirect-wholly-owned subsidiary of Brookfield Asset Management Inc. ("BAM"), a Canadian asset management company incorporated in Ontario, with a principal place of business in Toronto, Ontario. BAM owns and operates real estate, power generating, and asset management businesses, located principally in North and South America. BAM is listed on the New York Stock exchange under the symbol BAM, and on the Toronto Stock Exchange under the symbol BAM.LV.A.

BAM through a number of partially and wholly-owned subsidiaries, holds interests in generation facilities located in the United States and Canada. In total, BAM has ownership interests in approximately 3700 MWs generated in the United States and Canada.

BEMI purchases power from BAM affiliates, market pools and other third-party marketing entities. Some of this power is resold by BEMI under long term power

purchase agreements and some of it is marketed to market pools and other third-party marketing entities.

BEMI holds market-based rate authorization issued by the Federal Energy Regulatory Commission ("FERC") under Section 205 of the Federal Power Act (Docket Nos. ER01-2104-000, ER01-2104-001 and ER01-2104-002).

II. JURISDICTION

No other federal, state or local government has jurisdiction over the actions to be taken under the authority in this application. The power export(s) contemplated by the Application are foreign as opposed to interstate commerce, and are therefore outside of FERC's jurisdiction.

III. COMMUNICATIONS

All service and correspondence concerning this Application should be sent to:

Alain Genier
Legal Counsel
Brookfield Energy Marketing Inc.
480 de la Cite Blvd.
Gatineau, Quebec J8T 8R3
Tele: (819) 561-8679
Fax: (819) 561-7188
alain.genier@brookfieldpower.com

Amy S. Koch
Patton Boggs LLP
2550 M Street NW
Washington, D.C. 20037
Tele: (202) 457-5618
Fax: (202) 457-6315
akoch@pattonboggs.com

IV. DISCUSSION OF PROPOSAL

BEMI seeks renewed authorization to export electric power to Canada as a power marketer. BEMI requests authority for export transactions through specified border facilities set out in Exhibit C. In addition, BEMI agrees to abide by general conditions consistent with those set forth in existing DOE electricity export authorizations.

BEMI submits that this Application is consistent with the North America Free Trade Agreement (1993) and United States energy policy. BEMI has authority from the National Energy Board of Canada to export power to the U.S. from Canada across all

border facilities. Thus, approval of this Application would foster a more efficient and competitive North American energy market.

BEMI respectfully submits that its request for export authorization meets the two criterion of Section 202(e) of the FPA (16 U.S.C. § 824(e)):

1. The first criterion provides that the DOE shall approve a request for export authorization unless, after opportunity for hearing, it finds that the proposed transmission would impair the sufficiency of electric supply within the United States. As a power marketer, BEMI does not have franchised service areas and, consequently, has no native load obligations. BEMI purchases the power to be exported from electric utilities, federal power marketing agencies, qualifying cogeneration and small power production facilities (as those terms are defined in Section 3 of the FPA, 16 U.S.C. § 796), and from exempt wholesale generators (as that term is defined in Section 32(a) of the Public Utility Holding Company Act, 15 U.S.C. § 79z-5a). The power sold to BEMI is surplus to the needs of the selling entities. Accordingly, the proposed export would not impair the sufficiency of the electric power supply within the U.S.
2. The second criterion provides that the DOE shall approve a request for export authorization unless, after opportunity for hearing, it finds that the proposed transmission would impede or tend to impede the coordination in the public interest of facilities subject to the jurisdiction of the DOE. In making necessary arrangements to transmit the exported power, BEMI will comply with existing industry procedures for obtaining transmission capacity, including making reservations on the FERC Open-Access Same-Time Information System (OASIS), scheduling delivery of the export with the appropriate Regional Transmission Organization (s), Independent Service Operator(s), control area operator(s) and/or non-jurisdictional transmission owners. Accordingly, transmission will need to be available on OASIS and transmission owners will be responsible for ensuring that its delivery is consistent with applicable reliability standards and transmission limits. This will ensure that the proposed export will not (a) cause the operating parameters of any regional transmission systems to fall outside established industry criteria, (b) exceed the maximum rate of transmission specified in export authorizations for jurisdictional border systems (as set forth on Exhibit C and updated by the DOE from time to time) or (c) exceed the transmission capability limits set by the DOE for exports through non-jurisdictional border systems (as set forth on Exhibit C and updated by the DOE from time to time). Accordingly, the proposed transmission would not impede or tend to impede the coordination in the public interest of facilities subject to the jurisdiction of the DOE.

Exhibit A
AGREEMENTS

NONE AT THIS TIME

Exhibit B
LEGAL OPINION AND STATEMENT OF COUNSEL

SEE ATTACHED

Brookfield Power

Brookfield Energy Marketing Inc.
480 de la Cité Blvd
Gatineau, Quebec J8T 8R3

Tel +1 (819) 561-2722
Fax +1 (819) 561-7188
www.brookfieldpower.com

October 16, 2008

U.S. Department of Energy
Office of Electricity Delivery and Energy Reliability
1000 Independence Avenue, SW
Washington, DC 20585

Re: Authorization to Export Electricity (Docket no. EA-258-)

Ladies and Gentlemen:

I am legal counsel to Brookfield Energy Marketing Inc ("BEMI"), a corporation incorporated under the laws of the Province of Ontario, Canada. This opinion is submitted pursuant to 10. C.F.R. 205.303(b) of the Department of Energy (the "DOE") administrative procedures in support of BEMI's application (the "Application") for renewal authorization from the DOE to export electricity from the United States to Canada (Docket No. EA-258-).

In connection with this opinion, I have reviewed BEMI's corporate documents and have made such examination of law as I have deemed necessary or appropriate.

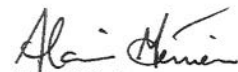
Based upon such review, I am of the opinion that the proposed export of electricity from the United States to Canada is within BEMI's corporate powers.

Further, BEMI has complied or will comply with all State and Federal Laws pertinent to the Application.

For the purpose of expressing this opinion, I have relied, as to matters of fact, upon representations and certificates of directors, officers and employees of BEMI, and certificates of, and communications from, government authorities and public officials, and I have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted as originals and the conformity with the original documents of all documents submitted as certified or photostatic copies or by facsimile or other means of electronic transmission.

I am a member in good standing of the Bar of the State of New York and the Law Society of Upper Canada and I express no opinion under the laws of any jurisdiction other than New York, Ontario and the Federal laws of the United States of America.

Respectfully submitted,



Alain Génier
Legal Counsel

Exhibit C
UNITED STATES INTERCONNECTIONS WITH CANADA

<u>Present Owner</u>	<u>Location</u>	<u>Voltage</u>	<u>Presidential Permit No.</u>
Basin Electric Power Cooperative	Tioga, ND	230-kV	PP-64
Bonneville Power Administration	Blaine, WA	2-500-kV	PP-10
	Nelway, WA	230-kV	PP-36
	Nelway, WA	230-kV	PP-46
Eastern Maine Electric Cooperative	Calais, ME	69-kV	PP-32
International Transmission Company	Detroit, MI	230-kV	PP-230
	Marysville, MI	230-kV	PP-230
	St. Claire, MI	230-kV	PP-230
	St. Claire, MI	345-kV	PP-230
Joint Owners of the Highgate Project	Highgate, VT	120-kV	PP-82
Long Sault, Inc.	Massena, NY	2-115-kV	PP-24
Maine Electric Power Company	Houlton, ME	345-kV	PP-43
Maine Public Service Company	Limestone, ME	69-kV	PP-12
	Fort Fairfield, ME	69-kV	PP-12
	Madawaska, ME	138-kV	PP-29
	Aroostook, ME	2-69-kV	PP-29
Minnesota Power, Inc.	International Falls, MN	115-kV	PP-78
Minnkota Power Cooperative	Roseau County, MN	230-kV	PP-61
New York Power Authority	Massena, NY	765-kV	PP-56
	Massena, NY	2-230-kV	PP-25
	Niagara Falls, NY	2-345-kV	PP-74
	Devils Hole, NY	230-kV	PP-30
Niagara Mohawk Power Corp.	Devils Hole, NY	230-kV	PP-190
Northern States Power Company	Red River, ND	230-kV	PP-45
	Roseau County, MN	500-kV	PP-63
	Rugby, ND	230-kV	PP-231
Vermont Electric Power Co.	Derby Line, VT	120-kV	PP-66
Vermont Electric Transmission Co.	Norton, VT	±450-kV DC	PP-76
	Millbury, MA	345-kV	
	Medway, MA	345-kV	

Exhibit E
STATEMENT OF ANY CORPORATE RELATIONSHIP OR EXISTING
CONTRACT WHICH IN ANY WAY RELATES TO THE CONTROL OR
FIXING
OF ELECTRIC POWER RATES

NOT APPLICABLE

Exhibit F
OPERATING PROCEDURES REGARDING AVAILABLE
CAPACITY AND ENERGY

NOT APPLICABLE